BOSCH LIMITED
(CIN: L85110KA1951PLC000761)
Registered Office: Hosur Road, Adugodi, Bengaluru - 560030.
Tel: +91 9262106162
Website: www.bosch.in; E-mail: secretarial.corp@in.bosch.com

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 of the Companies Act, 2013 (**"the Act"**) and other applicable provisions, if any, of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (**"Rules"**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**) as amended from time to time and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (**"SS-2"**), as amended from time to time, read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being General Circular No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs (**"MCA"**) (hereinafter collectively referred to as **"MCA Circulars"**) and any other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the proposed resolutions be passed:

Item No.	Particulars of Resolution	Resolution Type
1.	Approve Increase in Authorised Share Capital and Alteration of Capital Clause of the Memorandum of Association of the Company.	Ordinary
2.	Approve Sub-division of Equity Shares of the Company from the face value of ₹ 10/- (Rupees Ten only) per Equity Share to ₹ 2/- (Rupees Two only) per Equity Share.	Ordinary
3.	Approve Issuance of Bonus Shares in the ratio of 3:1	Ordinary
4.	Approve Commission payable to the Non-Executive Directors of the Company.	Ordinary
5.	Approve Revision in the Material Related Party Transactions with Robert Bosch GmbH (RB GmbH) from ₹ 9,000 crores to ₹ 11,500 crores.	Ordinary
6.	Approve Revision in the Material Related Party Transactions with Bosch Automotive Electronics India Private Limited from ₹ 4,000 crores to ₹ 5,200 crores.	Ordinary

through postal ballot (the **"Postal Ballot"**) only by way of voting through electronic means (**"remote e-voting"**).

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. The communication of assent **(FOR)** or dissent **(AGAINST)** of the Members would take place only through the remote e-voting system facilitated by CDSL. Accordingly, hard copy of the notice will not be sent to the Members. Further, if your e-mail address is not registered with the Company/Depositories, kindly follow the procedure provided in the Notes to receive this Postal Ballot Notice.

This postal ballot notice shall also be available on the Company's website www.bosch.in , websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of CDSL at

www.evotingindia.com.
The proposed resolutions and explanatory statement pertaining to the said resolutions setting out all material facts concerning thereto as required in terms of Section 102 of the Act read with the Rules and the MCA Circulars are appended below seeking consent of the Members of the Company through Postal Ballot/ e-voting.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company at their meeting held on November 06, 2026, has appointed Mr. Prasanna Bedi (Membership No: F11711), Proprietor of Bedi & Sons, Corporate Solutions LLP, Practicing Company Secretary, Address: 14, 1st Cross, RMV 2nd stage, Sanjaynagar, Bangalore - 560094, as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner. The Scrutinizer's decision on the validity of remote e-voting will be considered final.

The Company has engaged the services of Central Depository Services (India) Limited **("CDSL")** for facilitating remote e-voting. The remote e-voting period commences from **9.00 A.M. (IST) on Wednesday, November 18,2026 and ends at 5.00 P.M. (IST) on Thursday, December 17,2026**. The e-voting facility will be disabled by CDSL immediately thereafter and will not be allowed beyond the said date and time.

The Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results shall be declared **on or before Monday December 21, 2026,** at any time before 5.00 P.M (IST)**.**

The said results along with the Scrutinizer's Report would be intimated to BSE Limited **("BSE")** and National Stock Exchange of India Limited **("NSE")**, where the Equity Shares of the Company are listed. The results will also be uploaded on the Company's website www.bosch.in and on the website of Central Depository Services (India) Limited (**"CDSL"**) www.evotingindia.com and displayed at the Registered office of the Company.

The last date for receipt of votes vide e-voting i.e., **Thursday, December 17,2026,** shall be deemed to be the date of passing of the resolution, if passed by requisite majority in accordance with SS-2 on General Meetings.

SPECIAL BUSINESS:

1. **APPROVE INCREASE IN AUTHORISED SHARE CAPITAL AND ALTERATION OF CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:**

*To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:*

"**RESOLVED THAT** pursuant to the provisions of Section 13, 61(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to such approvals as may be necessary, approval of the Members of the Company be and is hereby accorded for increasing the authorised share capital of the Company from existing ₹ 380,514,600/- (Rupees Three Hundred and Eighty Million Five Hundred and Fourteen Thousand Six Hundred) divided into 38,051,460 equity shares of ₹ 10/- (Rupees Ten only) each to ₹ 1,500,000,000/- (Rupees One Thousand Five Hundred Million only) divided into 750,000,000 equity shares of face value of ₹ 2/- (Rupees Two only) each.

RESOLVED FURTHER THAT the existing Clause V of Memorandum of Association of the Company be and is hereby altered by substituting it with the following:
'*The authorized capital of the Company is ₹ 1,500,000,000 /- (Rupees One Thousand Five Hundred Million only) divided into 750,000,000 equity shares of ₹ 2/-* (Rupees Two only) each. *The Company has power from time to time to increase or reduce its capital and to issue any shares in the original or new capital as Ordinary or Preference Shares and to attach to any class or classes of such shares any preferences, rights, privileges or priorities in payment of dividends or distribution of assets or otherwise over the other of them, or to subject the same to any restrictions, limitations or conditions and to vary the Regulations of the Company as far as necessary, to give effect to the same, and upon the sub-*

division of a share, to apportion the right to participate in profits in any manner.'

RESOLVED FURTHER THAT the Board of Directors and/or any person authorised by the Board, be and is hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

2. **APPROVE SUB-DIVISION OF EQUITY SHARES OF THE COMPANY FROM THE FACE VALUE OF ₹. 10/- (RUPEES TEN ONLY) PER EQUITY SHARE TO ₹. 2/- (RUPEES TWO ONLY) PER EQUITY SHARE:**

To consider and, if thought fit, to pass the following resolution as an ***Ordinary Resolution*****:**

"**RESOLVED THAT** pursuant to the provisions of Section 61(1)(d) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and subject to the provisions of the Memorandum and Articles of Association of the Company and such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the appropriate statutory authority(ies) in this respect and based on the recommendation of the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded for sub-division of equity shares of the Company, such that 1 (One) fully paid-up Equity Share of the Company having face value of ₹ 10/- (Rupees Ten) each fully paid up, be sub-divided into 5 (five) fully paid-up Equity Shares having face value of ₹ 2 /- *(Rupees* two) each fully paid up, with effect from the 'Record Date' to be determined by the Board of Directors / Committee thereof appointed for this purpose.

RESOLVED FURTHER THAT the sub-divided Equity Shares having face value ₹ 2/- *(Rupees two*) each, shall rank *pari passu* in all respects with each other and carry the same rights as to the existing fully paid-up Equity Shares of face value ₹ 10/- (Rupees Ten) each of the Company.

RESOLVED FURTHER THAT pursuant to the sub-division of the Equity Shares as aforesaid and with effect from the Record Date:

a) the equity shares held in physical form, the existing share certificate(s) in relation to the existing equity shares of face value of ₹ 10/- (Rupees Ten Only) each, fully paid up, shall be deemed to have been cancelled and be of no effect and that the Board/Company's Registrar and Share Transfer Agents ("RTA"), without requiring the Members to surrender their existing share certificate(s) for the Equity Shares held in physical form, the Company shall open a separate demat account for such securities to hold these shares till they are credited to the beneficiary accounts of the respective members holding equity shares in physical form; and
b) for the Equity Shares held in dematerialized form, the sub-divided Equity Shares shall be credited proportionately into the respective beneficiary demat accounts of the Members held with Depository Participants, in lieu of the existing credits present in their respective beneficiary demat account(s).

RESOLVED FURTHER THAT the sub-division of equity shares shall be subject to the terms and conditions contained in Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things including to fix and announce the Record Date, to make appropriate adjustments on account of sub-division of Equity Shares, to accept and make any alteration(s), modification(s) to the terms and conditions as they may deem necessary, concerning any aspect of the sub-division of Equity Shares, in accordance with the statutory requirements as well as to delegate all or any of its/their powers herein conferred to any other Officer(s)/Authorised Representative(s) of the Company, to give such directions as may be necessary or desirable, to apply for necessary approvals, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as they may, in their absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters in relation or consequential to the sub-division of Equity Shares including execution and filing of all the relevant documents with the Registrar of Companies, Stock Exchanges, Depositories and other appropriate authorities, in due compliance of the applicable rules and regulations, without seeking any further

consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

3. APROVE ISSUANCE OF BONUS SHARES IN THE RATIO OF 3:1:

*To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:*

"RESOLVED THAT in accordance with the provisions of Section 63 and other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Articles of Association of the Company, Regulations 293, 294 and 295 and other applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), the Foreign Exchange Management Act, 1999 ("FEMA") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI and the Reserve Bank of India ("RBI") from time to time, and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities, approval of the Members be and is hereby accorded for capitalization of such sum standing to the credit of the securities premium and/or free reserves of the Company, as may be considered necessary by the Board of Directors, for the purpose of the issue of bonus equity shares of ₹ 2/- (Rupees two Only) each, credited as fully paid-up equity shares to the holders of the existing equity shares of the Company in consideration of their said holding and whose names appear in the Register of Members maintained by the Company/List of Beneficial Owners as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL"), on such date as may be fixed in this regard by the Board, in the proportion of 3:1 i.e., 3 bonus equity shares for every 1 existing fully paid-up equity share held by the Members of the Company and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such Member.

RESOLVED FURTHER THAT the bonus shares so allotted shall rank pari-passu in all respects with the fully paid-up equity shares of the Company as on the Record Date and the same shall be subject to the terms and conditions contained in Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT in accordance with the SEBI ICDR Regulations, the new equity shares to be allotted pursuant to the bonus issue shall be allotted in dematerialised form only and shall be credited to the respective beneficiary accounts of the members with their respective Depository Participant(s) and with respect to the members holding equity shares in physical form, the Company shall credit the bonus equity shares to a new demat suspense account or to a demat account in the name of a trustee of a trust to be settled by the Company to hold these shares till they are credited to the beneficiary accounts of the respective members holding equity shares in physical form.

RESOLVED FURTHER THAT the issue and allotment of the bonus equity shares to Non-Resident Members, Foreign Portfolio Investors / Foreign Institutional Investors and other Foreign Investors, shall be subject to approval, if any, of RBI under the FEMA or any other regulatory authority.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing such bonus equity shares on the Stock Exchanges where the equity shares of the Company are presently listed as per the provisions of the SEBI Listing Regulations and other applicable regulations, rules and guidelines.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company including to fix and announce the Record Date, to make appropriate adjustments on account of issue of bonus equity shares, to accept and make any alteration(s), modification(s) to terms and conditions and to give such directions as they may in their absolute discretion deem necessary, proper or desirable, to apply for requisite approvals, to settle any questions, doubts or difficulties that may arise with regard to the issue of bonus equity shares as aforesaid and to carry out/ execute all matters in connection therewith and incidental thereto

in order to give full effect to this resolution including execution and filing of all the relevant documents with the Registrar of Companies, Stock Exchanges, Depositories and other appropriate authorities in due compliance of the applicable rules and regulations**."**

4. APPROVE COMMISSION PAYABLE TO THE NON-EXECUTIVE DIRECTORS OF THE COMPANY:

To consider and, if thought fit, to pass the following resolution as an ***Ordinary Resolution*****:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 197, 198 read along with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, ("the Act") and the Rules made thereunder and Regulation 17(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or re-enactment(s) thereof] and in accordance with the provisions of the Articles of Association of the Company approval of the members of the Company be and is hereby accorded for the payment of commission of a sum not exceeding **one percent (1%)** per annum of the net profits of the Company, calculated in accordance with the provisions of Section 198 of the Act to the Non-executive Directors (including the Independent Directors) of the Company in such amounts, subject to such ceiling(s) and in such manner and in such respects, as may be decided by the Board of Directors of the Company and such payments shall be made in respect of the profits of the Company for each financial year.

RESOLVED FURTHER THAT the above commission shall be in addition to the sitting fees and reimbursement of expenses payable to the Non- Executive Director(s) for attending the meetings of the Board or Committee thereof or for any other purpose whatsoever, as may be permitted under the Act and applicable regulations and decided by the Board of Directors**."**

5. APPROVE REVISION IN THE MATERIAL RELATED PARTY TRANSACTIONS WITH ROBERT BOSCH GmbH (RB GmbH) FROM ₹ 9,000 CRORES TO ₹ 11,500 CRORES:

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 read with Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended till date, along with the relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Related Party Transaction policy of the Company, the consent of the members be and is hereby accorded to the Board of Directors of the Company **("the Board")**, which expression shall also include a committee thereof duly constituted by the Board, to continue with the existing contract(s)/ arrangement(s)/transaction(s) and/or enter into and/or carry out new contract(s)/ arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), as detailed in the Explanatory Statement with Robert Bosch GmbH (RB GmbH), ultimate holding company of Bosch Limited, accordingly a Related Party of the Company, on such terms and conditions as maybe agreed between both the parties, for a **revision** in the aggregate value not exceeding **from ₹ 9,000 crores** to **₹ 11,500 crores for the period 74th AGM held in August 2026 to 75th AGM to be held in 2027** provided such contract(s)/arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Key Managerial Personnel of the Company, be and are hereby authorized to do all acts, deeds, matters and things to give effect to this resolution.**"**

6. APPROVE REVISION IN THE MATERIAL RELATED PARTY TRANSACTIONs WITH BOSCH AUTOMOTIVE ELECTRONICS INDIA PRIVATE LIMITED FROM ₹ 4,000 CRORES TO ₹ 5,200 CRORES:

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 **("Act")** read with Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("Listing Regulations")**, as amended till date, along with the

relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Related Party Transaction policy of the Company, the consent of the members be and is hereby accorded to the Board of Directors of the Company **("the Board")**, which expression shall also include a committee thereof duly constituted by the Board, to continue with the existing contract(s)/ arrangement(s)/transaction(s) and/or enter into and/or carry out new contract(s)/ arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), as detailed in the Explanatory Statement with Bosch Automotive Electronics India Private Limited, fellow subsidiary company of Bosch Limited, accordingly a Related Party of the Company, on such terms and conditions as maybe agreed between both the parties, for a **revision** in the aggregate value not exceeding **from ₹ 4,000 crores** to **₹ 5,200 crores for the period 74th AGM held in August 2026 to 75th AGM to be held in 2027** provided such contract(s)/arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Key Managerial Personnel of the Company, be and are hereby authorized to do all acts, deeds, matters and things to give effect to this resolution**."**

By Order of the Board
For Bosch Limited
Sd/-

V. Srinivasan
Company Secretary & Compliance Officer
Membership No. A16430

Date: November 6, 2026
Place: Bengaluru
Registered Office: Hosur Road, Adugodi, Bengaluru - 560 030.

NOTES:

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Act read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 stating material facts and reasons for the proposed resolution is annexed hereto and forms part of this Notice.
2. In accordance with the MCA circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members or Register of Beneficial Owners as received from the Depositories as on **November 6,2026** ("**Cut-off date**") and whose e-mail addresses are registered with the Company/ RTA/ Depositories/DPs or who will register their email address in accordance with the process outlined in this Notice. Physical copies of this Postal Ballot Notice along with postal ballot forms and prepaid business reply envelopes are not being sent to members for this Postal Ballot.
3. The Members of the Company whose names appear in the Registrar of Members / List of Beneficial Owners as received from Depositories i.e. CDSL / NSDL as on **November 6,2026** (including those Members who may not have received this Postal Ballot Notice due to non-registration of the e-mail ID with the Company / RTA / Depositories), shall be entitled to vote in relation to the resolutions specified in this Postal Ballot Notice.
4. Members who have not registered their e-mail address so far are requested to register their e-mail address with Depository Participant/Registrar and Transfer Agents for receiving all the communications including Annual Reports, Notices, etc. in electronic mode. Shareholders holding shares in physical form are requested to furnish their e-mail addresses and mobile numbers to the Company's RTA viz. Integrated Registry Management Services Private Limited at https://ipostatus.integratedregistry.in/KYCRegister.aspx.
5. Members cannot exercise votes by proxy on Postal Ballot.
6. The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e., **Thursday, December 17,2026**.

7. All material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by e-voting.

8. **The instructions for remote e-voting are as under:**

(i) In compliance with the provisions of Sections 108 and 110 of the Act, Rules 20 and 22 of the Rules, Regulation 44 of the SEBI (LODR) Regulations,2015, MCA Circulars read with SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 and SEBI Master Circular No. **HO/49/14/14(7)2025-CFD-POD2/I/3762/2026** dated January 30, 2026 in relation to "e-voting facility provided by Listed Entities", the Members are provided with the facility to cast their vote electronically through the remote e-voting services provided by CDSL on the resolution set forth in this Notice.

(ii) Voting rights of the Members shall be in proportion to the shares held by them in the paid-up Equity Share capital of the Company as on Cut-off date. Only those Members whose names are recorded in the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a member as on the Cut-off date should treat this Postal Ballot Notice for information purposes only. The remote e-voting period commences **on Wednesday, at 9.00 A.M. (IST) November 18, 2026, and ends at 5.00 P.M. (IST) on Thursday, December 17,2026 (both days inclusive).** During this period, Members holding shares, as on the Cutoff date i.e**., November 6,2026,** may cast their vote electronically. Once the vote is cast by the Member, he/she/it shall not be allowed to change it subsequently. The e-voting module shall be disabled by CDSL for voting thereafter.

(iii) In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

In terms of SEBI Master Circular No. **HO/49/14/14(7)2025-CFD-POD2/I/3762/2026** dated January 30, 2026, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

(iv) The details of the process and manner for remote e-voting are explained herein below:

Login method for remote e-voting for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1) Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login to Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab and then enter your existing My easi username and password. 2) After successful login, the Easi/Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote E-voting period. Additionally, a link is also provided to access the system of all e-voting Service Providers i.e., CDSL/NSDL/KARVY/ LINKINTIME, so that the user can visit the E-voting service providers' website directly.

	3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from an e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile number & e-mail id as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and able to directly access the system of all e-voting Service Provide₹
Individual shareholders holding securities in demat mode with NSDL	1) If you are already registered for NSDL IDeAS facility, please visit the e-services website of NSDL. Open web browser by typing the following URL: https:// eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' Section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see E-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg. Jsp 3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' Section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on **company name or e-Voting service provider name** and you will be re-directed to **e-Voting service provider website** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After Successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to

Participants	NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting features. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact toll free no.1800-21-09911.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022-4886-7000 and 022-2499-7000.

Login method for E-voting for Physical Shareholders and Shareholders other than individual holding in Demat Form.

(i) The shareholders should log on to the e-voting website www.evotingindia.com.
(ii) Click on "Shareholders" module.
(iii) Now enter your User ID:
  a. For CDSL: 16 digits beneficiary ID,
  b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
(iv) Next enter the Image Verification as displayed and Click on Login.
(v) If you are holding shares in demat form and have logged on to www.evotingindia.com and vote on an earlier E-voting of any company, then your existing password is to be used.
(vi) If you are a first-time user, follow the steps given below:

For Shareholders holding shares in Demat Form and Physical Form	
PAN	Enter your 10-digit alpha-numeric. *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) *Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their names and the 8 digits of the sequence number in the PAN field. For sequence number, please write to RTA at irg@integratedindia.in
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company record to login. If both the details are not recorded with the depository or company, please enter the member id/folio number in the Dividend Bank details field.

(vii) After entering these details appropriately, click on "**SUBMIT**" tab.
(viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for

resolutions of any other company on which they are eligible to vote if the Company opts for E-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on the **EVSN: 261106006 for Bosch Limited** on which you choose to vote.

(xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution, and option NO implies that you dissent to the Resolution.

(xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiii) After selecting the resolution, you have decided to vote on, click on "SUBMIT." A confirmation box will be displayed. If you wish to confirm your vote, click on "OK," else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvi) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.

(xvii) There is also an optional provision to upload BR/POA, if any uploaded, which will be made available to Scrutinizer for verification.

(xviii) Additional facility for Non – Individual Shareholders and Custodians:(For Remote e-voting only)

- Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non-Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; secretarial.corp@in.bosch.com (designated email address of the Company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

9. The voting rights of members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date i.e. **Friday, November 6,2026,** any person who is not a member as on the cut-off date and receives this notice shall treat the same for information purposes only.

10. The Scrutinizer will submit their report to the Chairman after the completion of scrutiny, and the result of the voting will be announced by the Chairman or any of the Executive Director/ Company Secretary of the Company duly authorized, on or before **Thursday, December 17,2026 by 5.00 p.m. (IST)** and will also be displayed on the website of the Company www.bosch.in , besides being communicated to the Stock Exchanges, and to CDSL.

11. Telephone number/toll free number /Help Desk numbers: Toll Free: 1800 21 09911, name of the contact person at CDSL for Grievances - Mr. Rakesh Dalvi (022-23058542), Mr. Nitin Kunder (022-23058738) or Mr. Bhavesh Pimputkar (022-23058543) helpdesk.evoting@cdslindia.com.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

Procedure for registering the email address and obtaining the Notice of Postal Ballot and remote e-voting instructions by the Members whose email addresses are not registered with the Depositories (in case of Members holding shares in demat form) or with Company's RTA viz: Integrated Registry Management Services Private Limited (in case of Members holding shares in physical form):

a) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card) by email to Company on secretarial.corp@in.bosch.com / RTA on irg@intergratedindia.in

b) For Demat shareholders- please provide Demat account details (CDSL-16-digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card) by email to Company on secretarial.corp@in.bosch.com / RTA on irg@intergratedindia.in

c) In light of the MCA Circulars, members who have not registered their email address and in consequence could not receive the postal ballot / e-voting notice may temporarily get their email registered with the Company's RTA Integrated Registry Management Services Private Ltd by clicking the link https://ipostatus.integratedregistry.in/KYCRegister.aspx and following the registration process as guided thereafter. Post successful registration of the email, the members would get soft copy of the notice and the procedure for e-voting along with the User ID and the Password to enable e-voting for this Postal Ballot. In case of any queries, members may write to giri@integratedindia.in. It is clarified that for permanent registration of email address, the members are however requested to register their email address, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent (RTA), Integrated Registry Management Services Private Ltd, Bengaluru.

If you have any queries or issues regarding voting at the Postal Ballot from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911. If you have any queries or issues regarding e-Voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, AVP, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

INFORMATION AT A GLANCE:

PARTICULARS	NOTES
Cut-off Date to determine eligible members to vote on the resolution	Friday, November 6,2026
Voting start time and date	9.00 A.M.(IST), Wednesday, November 18,2026
Voting end time and date	5.00 P.M.(IST), Thursday, December 17,2026
Date on which the resolution is deemed to be passed	December 17,2026
Name, address, and contact details of Registrar and Share Transfer Agent	Integrated Registry Management Services Private Limited. No 30 Ramana Residency, 4th Cross Sampige Road Malleswaram, Bengaluru - 560 003 Email Id - irg@integratedindia.in Website: www.integratedregistry.in
Name, address, and contact details of the e-voting service provider	Mr. Rakesh Dalvi, AVP, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M

	Joshi Marg, Lower Parel (East), Mumbai - 400013 Email:helpdesk.evoting@cdslindia.com Ph: toll free no. 1800 21 09911.
e-voting website address	**CDSL -** www.evotingindia.com

EXPLANATORY STATEMENT

Pursuant to Sections 102 and 110 of the Companies Act, 2013 ("Act")

The following statement sets out all material facts relating to the resolution to be passed as mentioned in the accompanying Notice.

ITEM No. 1, 2 & 3

The Equity Shares of the Company are currently listed and traded on the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE).

With a view to reward the existing Shareholders for their continued support through a proportionate issuance without any cash outflow, improve share price accessibility, broaden investor participation, enhance trading liquidity in the capital market through widening shareholder base and to make it more affordable for small investors and signal confidence in future Growth and to commemorate 75 years of Incorporation of Bosch in India, the Company proposes to mark its growth by way of sub-dividing the equity shares of the Company and issuance of bonus shares to the Shareholders of the Company.

The Board of Directors of the Company, at their meeting held on November 06, 2026, approved and recommended for consideration of members the following:

a) sub-division of one equity share of face value of ₹ 10/- (Rupees Ten Only) into 5 equity shares of face value of ₹ 2/- (Rupee two Only); and
b) issue of 3 bonus equity shares of face value of ₹ 2/- (Rupee two Only) fully paid-up for every 1 equity share fully paid-up of ₹ 2/- (Rupee two Only) by capitalising such sums out of the retained earnings and/or securities premium account and/or any other permitted reserves as may be considered appropriate.

The issue of bonus shares reflects the Company's strong financial position, robust reserves, and growth outlook. The proposed sub-division of the face value of equity share and issue of bonus shares is authorised by the Articles of Association of the Company.

In view of the proposed sub-division of equity shares of face value of ₹ 10/- to ₹ 2/- and to accommodate further issue of capital in the form of bonus equity shares, it is proposed to increase the authorised share capital to ₹ 1,500,000,000 /- (Rupees One Thousand Five Hundred Million) divided into 750,000,000 equity shares of ₹ 2 each, fully paid-up and to amend the capital clause of MOA as stated in the resolution at item no. 1.

Pursuant to provisions of Sections 13, 61 and 63 of the Companies Act, 2013, Articles of Association of the Company and any other applicable statutory and regulatory requirements, approval of the Members is being sought by way of an ordinary resolution for Item nos. 1 to 3.

Further, the Board hereby confirms that:

i. the Company is authorised by its Articles of Association to capitalise its profits or reserves and to issue fully paid-up bonus shares, in compliance with Section 63(2)(a) of the Act and Regulation 293(a) of the ICDR Regulations;
ii. the Company has not defaulted on the payment of interest or principal in respect of fixed deposits, debt securities or any loans availed from any bank or financial institution, in compliance with Section 63(2)(c) of the Act and Regulation 293(b) of the ICDR Regulations;

iii. the Company has not defaulted in respect of the payment of statutory dues of its employees, including contributions to provident funds, gratuity and bonus, in compliance with Section 63(2)(d) of the Act and Regulation 293(c) of the ICDR Regulations;

iv. no, partly paid-up shares are outstanding as on the date of this Notice, in compliance with Section 63(2)(e) of the Act and Regulation 293(d) of the ICDR Regulations;

v. none of the promoters or directors of the Company have been declared a fugitive economic offender under the Fugitive Economic Offenders Act, 2018, in compliance with Regulation 293(e) of the ICDR Regulations;

vi. all securities issued by the Company prior to the date of issuance of bonus shares have received approval from the Stock Exchanges for listing and trading, in compliance with Regulation 293(aa) of the ICDR Regulations;

vii. as on the date of this Notice, there are no outstanding compulsorily convertible debt instruments, optionally convertible instruments or warrants requiring reservation of equity shares under Regulation 294(1) of the ICDR Regulations;

viii. the bonus equity shares shall be allotted only in dematerialised form, in compliance with Regulation 294(6) of the ICDR Regulations; and

ix. the bonus equity shares shall not be issued in lieu of any dividend, in compliance with Section 63(3) of the Act and Regulation 294(4) of the ICDR Regulations.

The Record Date for the aforesaid sub-division of equity shares and issue of bonus shares shall be fixed by the Board (including any Committee thereof). Further, members are requested to note that in terms of the SEBI ICDR Regulations and SEBI LODR Regulations, the new equity shares to be allotted pursuant to the bonus issue and subdivision shall be allotted in dematerialised form only. Accordingly, members holding shares in physical form are requested to provide such information and details as may be required, relating to his/her/ its demat account with a depository participant, to the Company / its Registrar and Transfer Agent on or before January 05, 2027, to enable it to issue the equity shares in dematerialised form.

With respect to the subdivision of shares and bonus issue, the members holding equity shares in physical form who have not provided their demat account details to the Company, the sub divided shares and bonus equity shares shall be credited in dematerialised form to a new demat suspense account to hold these shares till they are credited to the beneficiary accounts of the respective members holding equity shares in physical form. The voting rights on the sub-divided and bonus equity shares held in the demat suspense account, shall remain frozen.

Pursuant to Regulation 295(1) of SEBI ICDR Regulations, the bonus issue shall be implemented within two months from the date of the meeting of Board of Directors wherein, the decision to announce the bonus issue was taken subject to shareholders' approval. Accordingly, the Company will take the requisite steps for implementing the aforesaid corporate actions on or before January 05, 2027.

A copy of the Memorandum of Association of the Company containing the proposed alterations is hosted on Company's website during the remote e-voting period at https://www.bosch.in/media/our_company/shareholder_information/2026/amended_moa_and_aoa_bosch_limit and would be available for inspection at the Registered Office of the Company by the Members of the Company during business hours on any working day.

The Board of Directors is of the opinion that the above proposals are in the interest of the Company and its existing and potential investors.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, directly or indirectly concerned or interested, financially or otherwise, in the resolution set out at Item No. 1, 2 & 3 of this Notice.

Accordingly, the Board of Directors recommends the resolution set out at Item No. 1, 2 & 3 of this Notice for approval by the Members by way of Ordinary Resolution.

ITEM No. 4

The Non-Executive Directors (including Independent Directors) play a pivotal role in maintaining robust corporate governance, offering strategic foresight, and providing constructive advice to the management of the Company and in turn safeguarding the long-term interests of the Company and its stakeholders Over the years, the scale, complexity, and strategic diversity of the Company's business operations have expanded substantially, accompanied by increased governance, fiduciary, and regulatory responsibilities.

To fairly compensate the Non-Executive Directors for their time, commitment, and valuable contributions, and to align company's practices with prevailing industry benchmarks, and thereby reinforcing the Company's commitment to robust corporate governance practices, the payment of remuneration by way of commission to the Non-Executive Directors is proposed.

In terms of Section 197 of the Companies Act, 2013 remuneration may be paid to a Director who is neither a Managing Director nor a Whole-time Director of the company, by way of commission not exceeding one percent (1%) of the net profits of the Company, computed in accordance with the provisions of Section 198 of the Act. Further, the commission payable to Non-Executive Directors is determined by the Board, based on the recommendation of the Nomination and Remuneration Committee ("NRC"), within the overall ceiling approved by shareholders i.e., as prescribed under the Companies Act, 2013.

The Members' might recall that the Company at its 66th Annual General Meeting held on August 24, 2018, had sought approval for the payment of remuneration by way of commission to the Non-Executive Independent Directors of the Company, not exceeding one percent (1%), in aggregate of the Net Profits of the Company computed in accordance with the provisions of Section 198 of the Act **subject to an overall maximum cap of ₹ Three Crores only.**

While Section 197 of the Act does not require shareholders' approval so long as such payments remain within the prescribed limits, Regulation 17(6) of the SEBI (Listing Obligations and Disclosure Requirements) 2015 ("SEBI Listing Regulations") requires explicit shareholder approval for remuneration payable to Non-Executive Directors (NEDs), including Independent Directo₹ The aggregate commission payable to Non-Executive Directors shall not exceed 1% of the net profits of the Company or such other limit as may be prescribed under the Act from time to time. **This resolution does not seek any increase in the overall limit and only enables continuation of the existing framework within the statutory ceiling except for removal of ₹ Three crores cap (₹ 3 crores).**

It may be noted in this regard that although the Member's approval is sought for the payment of a commission up to one percent (1%) of net profits of the Company for each financial year, the actual commission paid to the Directors per annum is as per the remuneration policy of the Company and is subjected to a review and recommendation by the Nomination and Remuneration Committee and approval by the Board and is normally restricted to a fixed sum, which is well below the statutory limit. Presently, the commission paid to the NEDs is ₹ 50 Lakhs per annum as fixed commission.

In addition to the Fixed Commission, the Chairman also receives ₹ 9 Lakhs as the Chairman of the Board, ₹ 5 Lakhs each to the Chairperson of the Audit Committee and the Nomination and Remuneration Committee, ₹ 4 Lakhs to Chairman of the Risk Management Committee and ₹ 3 Lakhs each to the Chairman of the Corporate Social Responsibility and Stakeholder Relationship Committee.

The aggregate commission paid to NEDs for the FY 2025-26 constitutes ~0.10% of Net Profits of FY 2025-26.

Amount in ₹

Name of the Non-executive Director	Commission
Mr. Soumitra Bhattacharya	59,00,000
Ms. Hema Ravichandar	55,00,000
Dr. Gopichand Katragadda	56,00,000
Dr. Pawan Kumar Goenka	54,00,000
Ms. Padmini Khare	55,00,000
Total	**2,79,00,000**

The Members may note that Mr. Stefan Grosch, Non-Executive Director, has waived off his remuneration as a director.

The Board will consider market practices adopted by comparable companies in terms of size, complexity of operations, industry, revenue, market capitalization, and governance requirements while approving the remuneration for the relevant financial year. The remuneration will be within the limits prescribed under the Companies Act 2013 and other applicable regulations. The Board will determine the remuneration based on the contribution of the NEDs in guiding the Company's long-term strategy, strengthening governance practices, overseeing risks, and supporting sustainable value creation for stakeholders. The remuneration will be commensurate with the roles, responsibilities, experience, expertise, time commitment, and contribution by the NEDs towards the Company.

In case of absence or inadequacy of profits in any financial year, remuneration shall be governed by the provisions Schedule V and other applicable provisions of the Act. In such an event, the Company shall seek the requisite approval of the Members for payment of such commission. No approval of the Central Government will be required for the said payment of commission, since it is within the prescribed limits as specified under section 197 of the Act.

The commission payable to Non-executive Directors shall be in addition to the sitting fees payable for attending meetings of the Board and Committees thereof, and reimbursement of expenses, as may be permitted under the Act and applicable regulations and as may be decided by the Board of Directors from time to time.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, directly or indirectly concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of this Notice, except the Non-Executive Directors of the Company to the extent of commission that may be payable to them.

Accordingly, the Board of Directors recommends the resolution set out at Item No. 4 of this Notice for approval by the Members by way of Ordinary Resolution.

ITEM NO. 5

Background:

Bosch Group is a leading global supplier of technology and services. It employs roughly 413,000 associates worldwide (as of December 31, 2025). The company generated sales of 91 billion euros in the 2025 fiscal year. Its business operations are divided into four business sectors: Mobility, Industrial Technology, Consumer Goods and Energy and Building Technology. Through its business operations, the company wants to play role in shaping universal trends such as artificial intelligence, digitalization, electrification, and automation from a technological perspective. Bosch's broad diversification across regions and industries strengthens its innovativeness and robustness. The company uses its proven expertise in hardware, software, and services to offer customers cross-domain solutions from a single source. It also applies its expertise in connectivity and artificial intelligence to develop and manufacture smart, user-friendly, sustainable products. With technology that is "Invented for life," Bosch wants to help improve quality of life, while conserving natural resources. The Bosch Group comprises Robert Bosch GmbH and its roughly 500 subsidiaries and regional companies in over 60 countries. Together with its sales and service partners, Bosch's global manufacturing, engineering, and sales network covers nearly every country in the world. Innovation is central to Bosch's continued development. Bosch Limited (the "Company") is a stepdown subsidiary of Robert Bosch GmbH, Germany and a flagship listed company of Robert Bosch (RB) GmbH in India. RB GmbH, the ultimate holding company, holds 70.54% equity stake in the Company through Robert Bosch Internationale Beteiligungen AG (67.76%) Bosch Global Software Technologies Private Limited (2.78%), Robert Bosch Investment Nederland B.V. and Robert Bosch LLC, USA.

The Company enters into transactions for sale and purchase of goods and raw materials and for availing /rendering services from / to RB GmbH & other Bosch Group companies, being related parties as defined under Regulation 2(1) (zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"). Such transactions are carried out in the ordinary course of business and at arm's length basis. RB GmbH has granted the Company access to Bosch Group's synergies, state-of-the-art products & technologies and

competencies which are essential for the Company to carry out its business operations, including but not limited to manufacturing activities. In the absence of such transactions the Company would no longer have access to Bosch Group products, licenses or technologies or the use of "Bosch" and other Bosch Group-owned brands.

To sustain quality standards, quantitative benefits, ease of customer reach, global representation and in the best interest of the Company and its Shareholders, transactions of the Company pertaining to sale, purchase or supply of goods, materials & services have been undertaken since long with Robert Bosch GmbH, Germany, and other Bosch Group companies.

Members may recall that they had accorded their approval for entering into Material Related Party Transactions with Robert Bosch GmbH in the 74th AGM held on 11th August 2026 for an aggregate value upto ₹ 9,000 crores, with a validity upto the next Annual General Meeting (AGM) i.e. 75th Annual General Meeting to be held in the year 2027.

Due to change in the business requirements, resulting from significant growth in the auto industry and the consequent increase in the demand from customers and also due to aggregation of the transactions by the wholly owned subsidiary i.e., Bosch Chassis Systems India Private Limited ("RBIC") with RB GmbH w.e.f. 1st July 2026, we now seek to revise the existing approved limit of ₹ 9,000 crores to ₹ 11,500 crores.

The management has provided the Audit Committee with the relevant details of various proposed Related Party Transactions including material terms and basis of pricing. All Independent Directors on the Audit Committee, after reviewing all necessary information, have granted approval for entering into the Related Party Transactions with Robert Bosch GmbH, for an aggregate value upto ₹ 11,500 crores from the date of AGM in 2026 to AGM 2027. The Audit Committee has noted that the said transactions with Robert Bosch GmbH will be in the ordinary course of business of the Company and at arm's length basis.

The Audit Committee has reviewed the certificate provided by CEO/ Managing Director and Chief Financial Officer of the Company, as required under the RPT Industry Standards.

Details of the proposed Related Party Transactions between the Company and Robert Bosch GmbH, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular dated January 30, 2026, read with SEBI circular dated June 26, 2025, on Industry Standards on "Minimum information to be provided to the Audit Committee and shareholders for approval of Related Party Transactions" ("RPT Industry Standards") are as follows:

Details of the proposed transaction:

Sr. No.	Particulars of Transaction	Details
a.	Type, material terms and particulars of the proposed transaction	Details as per Annexure A
b.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Name: Robert Bosch (RB), GmbH, Germany Relationship: Ultimate holding company RB, GmbH holds 70.54% equity of Bosch Limited
c.	Tenure of the proposed transaction	Details as per Annexure A
d.	Value of the proposed transaction	Details as per Annexure A
e.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	RPT of listed entity & subsidiary: 57% (Based on consolidated turnover for FY 2025-26) RPT of subsidiary: 25% (Based on the subsidiary's standalone annual turnover for FY 2025-26)

f.	Whether the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable
g.	Justification as to why the RPT is in the interest of the listed entity	Details as per Annexure A
h.	A copy of the valuation or other external party report, if any such report has been relied upon	None
i.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis	1% (Based on turnover for CY 2025)
j.	Any other information that may be relevant	None
Sr. No.	**Particulars of Transaction**	**Details**
1	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable.	The Information as placed before the Audit Committee as specified in the RPT Industry Standards is provided below.
2	Justification as to why the proposed transaction is in the interest of the listed entity and basis for determination of price and other material terms and conditions of RPT	Details as per Annexure A
3	Disclosure of the fact that the Audit Committee has reviewed the certificates provided by the CEO/Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards	The Audit Committee has reviewed the certificate issued by the MD & CFO, as required under the RPT Industry Standards.
4	Disclosure that the material RPT or any material modification thereto has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval	The proposed material related party transaction has been approved by the Audit Committee and the Board at their meeting held on Nov 5, 2026, and Nov 6, 2026, respectively. The Board is of the opinion that based on the reasons as mentioned in this Explanatory Statement, the proposed transaction is expected to be in the best interest of the Company and hence, the Board recommends Item No. 5 for your approval by way of an Ordinary Resolution.
5	Web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT	None
6	Affirmation that the Audit Committee and Board of Directors, while providing information to the shareholders, have redacted the commercial secrets and such other information that would affect competitive position of listed entity and in its assessment, the redacted disclosures still provide all the necessary information to the public shareholders for informed decision making.	Not Applicable
7	Any other information that may be relevant	None

Disclosure requirements as per SEBI RPT Industry standards

Name of the listed entity	Bosch Limited (RBIN)	
Name of the related party	Robert Bosch (RB), GmbH, Germany	
Part A: Details of related party & transactions with related party		✓
Part B: Information to be provided for specific type of RPT proposed to be undertaken:		
B1	Sale, purchase or supply of goods or services or any other similar transaction & trade advances	✓
B2	Transactions relating to loans & advances (other than trade advances) or inter-corporate deposits given by listed entity	NA
B3	Transactions relating to investment made by the listed entity	NA
B4	Gaurantee (incl. performance gaurantee), surety, indemnity or comfort letter made or given by listed entity	NA
B5	Transactions relating to borrowings by the listed entity	NA
B6	Transactions relating to sale, lease or disposal of assets of unit, division or undertaking of the listed entity, or disposal of shares of subsidiary or associate	NA
B7	Transactions relating to payment of royalty	✓
Part C: Information to be provided for specific type of RPT proposed to be undertaken is a Material RPT		
C1	Transactions relating to loans & advances (other than trade advances) or inter-corporate deposits given by listed entity	NA
C2	Transactions relating to investment made by the listed entity	NA
C3	Gaurantee (incl. performance gaurantee), surety, indemnity or comfort letter made or given by listed entity	NA
C4	Transactions relating to borrowings by the listed entity	NA
C5	Transactions relating to sale, lease or disposal of assets of unit, division or undertaking of the listed entity, or disposal of shares of subsidiary or associate	NA
C6	Transactions relating to payment of royalty	✓

NA = Not Applicable

Sr. No.	Particulars of Information	Information provided by the Management
A (1) Basic details of the related party		
1	Name of the related party	Robert Bosch (RB), GmbH
2	Country of incorporation of the related party	Germany
3	Nature of business of the related party	Leading global supplier of technology & services in the business sectors of Mobility, Industrial technology, Consumer goods and Energy & Building technology
A (2) Relationship and ownership of the related party		
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Ultimate holding company
	• Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Nil
	• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not Applicable
	• Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	70.54%
	Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.	

A (3) Details of previous transactions with the related party				
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	(Values in MINR for FY 2025-26)		
		Listed Entity (RBIN)	Subsidiary (RBIC)*	Total
	1. Purchase of goods	42,524	5,682	48,206
	2. Purchase of machinery	614	201	815
	3. Sale of goods	11,227	313	11,540
	4. Sale of services	2,182	365	2,547
	5. Purchase of services	5,606	1,330	6,936
	6. Royalty paid	-	54	54
	TOTAL	**62,153**	**7,945**	**70,098**
		** The total value of transactions by the subsidiary Bosch Chassis Systems India Pvt. Ltd. (RBIC) is given for the full financial year 2025-26, though RBIC became a subsidiary from 1st Jul 2026, for the purpose of giving comparable nos.*		
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	**Listed Entity (RBIN)**	**Subsidiary (RBIC)***	**Total**
	Total value of RPT for the period Apr-Sep 2026 (MINR)	41,889	5,552	47,441
		** The value of transactions for the subsidiary (RBIC) is given for the period Apr-Sep 2026, though RBIC became a subsidiary from 1st Jul 2026, for the purpose of giving comparable nos.*		
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	None		
A (4) Amount of the proposed transaction(s)				
1	Amount of the proposed transactions (by the listed entity & subsidiary) being placed for approval in the meeting of the Audit Committee/shareholders	Not exceeding 115,000 MINR (RBIN: 102,950 MINR, RBIC: 12,050 MINR)		
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT	Yes		
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	RPT of listed entity & subsidiary: 57% (Based on consolidated turnover for FY 2025-26)		
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction).	RPT of subsidiary: 25% (Based on the subsidiary's standalone annual turnover for FY 2025-26)		

5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	1% (Based on turnover for CY 2025)		
6	Financial performance of the related party *Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.*	**Turnover (MINR)**	**Profit After Tax (MINR)**	**Net Worth (MINR)**
		8,957,517	(35,744)	4,767,122
		Based on consolidated results for CY 2025 converted from EUR to INR using average exchange rate for 2025		
A (5) Basic details of the proposed transaction				
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Details as per Annexure A		
2	Details of each type of the proposed transaction			
3	Value of the proposed transaction during a financial year. *If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.*			
4	Tenure of the proposed transaction (tenure in number of years or months to be specified)			
5	Whether omnibus approval is being sought?			
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.			
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. *Explanation: Indirect interest shall mean interest held through any person over which an individual has control.*			
	a. Name of the director / KMP	None		
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party.	Nil		
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	None		
9	Other information relevant for decision making.	None		
Part B: Additional Information				
B (1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances				
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Details as per Annexure A		
2	Basis of determination of price.			
3	In case of Trade advance (*of upto 365 days or such period for which such advances are extended as per normal trade practice*), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	Not Applicable		

	a. Amount of Trade advance		
	b. Tenure		
	c. Whether same is self-liquidating?		
B (7) Transactions relating to payment of royalty			
1	Purpose for which royalty is proposed to be paid to the related party	**% of total royalty**	
	a. For use of brand name / trademark	0%	
	b. For transfer of technology know-how	100%	
	c. For professional fee, corporate management fee or any other fee	0%	
	d. Any other use (viz. Technical Access Fees)	0%	
2	a. The listed entity may confirm whether the parent company charges royalty at a uniform rate from all group companies in other jurisdictions. (State Yes or No)	No	
	b. If no, furnish information below:		
	If royalty is paid to the parent company, disclose royalty received by the parent company from group entities in other jurisdiction:		
	- Minimum rate of royalty charged	3.4%*/5.4%** *for existing products; ** for new products	
	- Maximum rate of royalty charged	10.0%	
		(Royalty % charged to RBIC 1.2%; Amount of proposed royalty for 2026-27: 200 MINR)	
	- Absolute amount of royalty received	Absolute amount of royalty received by parent company from other regions	
		Region	MINR
		North America - USA	32,596
		South America - Brazil	2,988
		Europe - France	362
		Europe - Italy	181
		Asia - China	64,558
		Asia - Japan	6,610
3	Sunset Clause for Royalty payment, if any.	None	
C (6) Disclosure only in case of transactions relating to payment of royalty			
1	Gross amount of royalty paid by the listed entity or subsidiary to the related party during each of the last three financial years	**(in MINR)**	
	FY 2025-26	54	
	FY 2024-25	47	
	FY 2023-24	35	
	Note: The gross amount of Royalty numbers pertains to royalty paid by the subsidiary RBIC; no royalty is paid by the listed entity		
2	Purpose for which royalty was paid to the related party during the last three financial years	**As % of aggregate amt. of royalty for last 3 FYs**	
	a. For use of brand name / trademark	0%	
	b. For transfer of technology knowhow	100%	
	c. For professional fee, corporate management fee or any other fee	0%	
	d. Any other use (viz. Technical Access Fees)	0%	

3	Royalty paid in last 3 FYs as % of Net Profits of previous FYs (for subsidiary RBIC only)	**%**		
	FY 2025-26	0.9%		
	FY 2024-25	0.9%		
	FY 2023-24	1.0%		
4	Percentage or Rate at which royalty has increased in the past 3 years, if any, vis-à-vis rate at which the turnover and profits after tax have increased during the same period.	Royalty paid (as shown above) has grown by 24% in absolute terms in the past 3 years as compared to the growth in Turnover by 22% & Net profits by 32%.		
5	Peer Comparison: Listed entity or its subsidiary paying royalty for any purpose shall also disclose whether any relevant Industry Peer pays royalties for the same purpose, which is disclosed in its audited annual financial statements for the relevant period:	For this specific type of royalty paid by the subsidiary (RBIC), there is no suitable and relevant Industry peer data available in the public domain. Also, the amount of Royalty paid is very minimal in relation to the overall related party transactions.		
	Royalty payment over last 3 years			
	Royalty paid as a % of net profits over the last 3 years			
	Annual growth rate of Turnover over last 3 years			

Annexure A						
1	**Specific type of proposed transaction**	**Sale of goods**	**Sale of services (incl. reimburse-ments)**	**Purchase of machinery**	**Purchase of goods**	**Purchase of services (incl. reimburse-ments)**
2	Value of proposed transaction (MINR) of listed entity (viz. RBIN)	17,500	3,900	1,550	70,600	9,400
	Value of proposed transaction (MINR) of subsidiary (viz. RBIC)	550	100	1,100	8,100	2,000
3	Details of proposed transaction	Sale of manufactured goods pertaining to automotive segment	1. Application & engineering services pertaining to automotive segment 2. Services related to purchasing activities 3. Re-imbursement of expenses	Used machines for manufacture of components	Purchase of raw materials & components and traded goods pertaining to automotive segment	1. Application & engineering services for product development 2. Central support charges for IT, Purchasing, Accounting, HR and other central functions
4	Tenure of the proposed	12	12	12	12	12

	transaction (viz. months)					
5	Whether omnibus approval is being sought?	Yes	Yes	Yes	Yes	Yes
6	Value of proposed transaction during a financial year (if the proposed transaction will be executed over more than 1 financial year, provide estimated break up financial year wise)	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
7	Justification as to why the RPT's proposed to be entered into are in the interest of the listed entity	Sales to RB, GmbH increases export volumes, improves capacity utilization and ensures stable revenue generation while leveraging the Bosch's established global distribution network.	The application & engineering and purchasing services offered strengthens group synergies and optimizes resource utilization, thereby reducing cost & generating additional revenue to Bosch Limited.	Used machinery sourced will be cost advantage-ous, thereby enabling cost optimization, while maintaining the required quality of the products produced.	The goods purchased from RB, GmbH are specialised products, exclusively used in manufactured products sold in the automotive segment, which involve proprietary know-how which will enable to fulfill customer requirements, thereby generating sales revenue & maintaining/ improving Bosch Limited's profitability.	The services obtained from RB, GmbH are specialised services which involve use of Bosch proprietary know-how, processes as well as expert competencies. Bosch Limited utilizes these services which are cost effective due to economies of scale and optimum utilization of resources.
8	Basis of determination of price	Intercompany transactions within Bosch group are	Intercompany transactions within Bosch group are	The price for import of machinery is determined	Intercompany transactions within Bosch group are	Intercompany transactions within Bosch group are

		governed by transfer pricing regulations to ensure that the transactions are carried out at arm's length. The sale price is determined based on the total cost incurred for manufacture of the product after adding appropriate margin. The margin is based on an independent benchmarking study done for similar businesses.	governed by transfer pricing regulations to ensure that the transactions are carried out at arm's length. The sale price is determined based on the total cost incurred after adding appropriate margin. The margin is based on an independent benchmarking study done for similar businesses. Reimbursements of expenses incurred are recovered at cost.	based on Chartered Engineers certified value at the time of import.	governed by transfer pricing regulations to ensure that the transactions are carried out at arm's length. The purchase price of raw materials and components is determined based on the total cost incurred after adding appropriate margin. The margin is based on an Independent benchmarking study done for similar businesses and varies based on the country of origin. For trade goods, the purchase price is based on pricing model of Release minus margin.	governed by transfer pricing regulations to ensure that the transactions are carried out at arm's length. The purchase price of services received is determined based on the total cost incurred after adding appropriate margin. The margin is based on an independent benchmarking study for each segment of business. Reimbursements of expenses are charged at cost.
9	Bidding or other process (viz. rationale) applied for choosing the party	Sales to RB, GmbH is executed based on the orders received for manufacture and sale of automotive components being specialised in nature.	Based on the requirements of RB, GmbH, Bosch Limited provides specialized engineering, application & purchasing services in the automotive segment which are unique to Bosch group.	Machinery required for localizing products is available with RB, GmbH, which is cost advantageous (as compared to procuring a new machine from third party).	Customers choose Bosch for its technological expertise, capabilities & quality. Hence, Bosch Limited imports these specialised raw materials & components and finished	These services cannot be outsourced to third parties as it involves use of Bosch proprietary technologies and know-how.

					goods which are specifically required to meet the customer demands.	

The members may note that the corporate guarantees provided by Robert Bosch GmbH are not independent-related party transactions. They are an integral and inseparable part of the lending arrangement approved by the shareholders. The guarantees merely secure the repayment obligations of the borrowing group companies in respect of the loans extended by the Company and do not constitute a separate commercial arrangement between the Company and Robert Bosch GmbH.

While seeking shareholders' approval for the lending transactions in the previous year, the Company had expressly disclosed in the explanatory statement that the loans extended by the Company would be backed by corporate guarantees issued by Robert Bosch GmbH covering both the principal and the applicable interest. Accordingly, shareholders approved the lending structure in its entirety, including the guarantee mechanism. The company has not given any guarantee, but the parent company has provided.

We reproduce below the extract of the Explanatory Statement of last year's AGM Notice for your reference:

Explanatory Statement to the resolution no.11 viz., for the Approval for providing loans to Companies for a further period of 5 years from December 12, 2025, in which Directors of the Company are interested.

The terms and conditions for the loan including any loan represented by a book debt or guarantee given or Security provided in connection with any loan taken by any of the borrowing Companies in whom any of the directors of the Company are interested shall be on arm's length basis and the loans shall be secured by the Corporate Guarantee of Robert Bosch GmbH, the Holding Company.

Accordingly, shareholders approved the lending arrangement together with the disclosed guarantee structure. The corporate guarantee is not an independent transaction but an integral feature of the approved lending arrangement.

The amounts disclosed in the Annual Report (₹15.5 billion in FY2024-25 and ₹16.1 billion in FY2025-26) represent the outstanding value of the guarantees supporting the approved lending arrangements and have been disclosed in compliance with the applicable accounting standards and disclosure requirements. Such disclosure should not be construed as evidence of a separate-related party transaction requiring independent shareholder approval.

The current resolution seeks shareholder approval for the material related party transactions with Robert Bosch GmbH in accordance with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has identified and included all transactions requiring shareholder approval under the applicable regulatory framework. Since the corporate guarantees are integral to, and form part of, the shareholder-approved lending arrangements, they have not been treated as separate transactions for approval.

The said transaction, being a material Related Party Transaction, requires prior approval of the Members of the Company in accordance with Regulation 23 of the SEBI Listing Regulations.

Whilst the approval of the members is being sought for the total value of RPT's, the value shown against various categories of nature of transactions above are indicative and may vary inter se. However, the total value of RPTs will remain within the revised overall limit of ₹ 11,500 crores, as may be approved by the members.

Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined there under (whether such related party(ies) are a party to the aforesaid transactions or not), shall not vote to approve Resolution under Item No. 5.

Further the members may note that none of the Directors and KMPs of the Company and/or their

respective relatives are, in any way, concerned or interested either directly or indirectly, financially or otherwise in the Resolution set out at Item No. 5 of the accompanying Notice.

Based on the review and approval of the Independent Directors on the Audit Committee; the Board of Directors recommends the Ordinary Resolution contained in Item No. 5 of the accompanying Notice to the Members for their approval.

ITEM NO. 6

Background:

Bosch Automotive Electronics India Private Limited (RBAI) is the fellow subsidiary company of Bosch Limited ("The Company") and accordingly, a related party of the Company.

Members may recall that they had accorded their approval for entering into Material Related Party Transactions with Bosch Automotive Electronics India Private Limited in the 74th AGM held on 11th August 2026 for an aggregate value upto ₹ 4,000 crores, with a validity upto the next Annual General Meeting (AGM) i.e. 75th Annual General Meeting to be held in the year 2027.

Due to change in the business requirements, resulting from significant growth in the auto industry and the consequent increase in the demand from customers and also due to aggregation of the transactions by the wholly owned subsidiary i.e., Bosch Chassis Systems India Private Limited ("RBIC") with Bosch Automotive Electronics India Private Limited w.e.f. 1st July 2026, we now seek to revise the existing approved limit of ₹ 4,000 crores to ₹ 5,200 crores.

The management has provided the Audit Committee with the relevant details of various proposed RPTs including material terms and basis of pricing. All Independent Directors on the Audit Committee, after reviewing all necessary information, have granted approval for entering the RPTs with Bosch Automotive Electronics India Private Limited, for an aggregate value up to ₹ 5,200 crores from the date of AGM in 2026 to AGM 2027. The Audit Committee has noted that the said transactions with Bosch Automotive Electronics India Private Limited will be in the ordinary course of business of the Company and at an arm's length basis.

The Audit Committee has reviewed the certificate provided by CEO/Managing Director and Chief Financial Officer of the Company, as required under the RPT Industry Standards.

Details of the proposed RPTs between the Company and Bosch Automotive Electronics India Private Limited, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular dated January 30, 2026, read with SEBI circular dated June 26, 2025, on Industry Standards on "Minimum information to be provided to the Audit Committee and shareholders for approval of Related Party Transactions" ("RPT Industry Standards") are as follows:

Details of the proposed transaction:

Sr. No.	Particulars of Transaction	Details
a.	Type, material terms and particulars of the proposed transaction	Details as per Annexure B
b.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Name: Bosch Automotive Electronics India Pvt. Ltd. (RBAI) Relationship: Fellow subsidiary company
c.	Tenure of the proposed transaction	Details as per Annexure B
d.	Value of the proposed transaction	Details as per Annexure B

e.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (excluding loans) (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	RPT of listed entity & subsidiary: 18% (Based on consolidated turnover for FY 2025-26) RPT of subsidiary: 22% (Based on the subsidiary's standalone annual turnover for FY 2025-26)
f.	Whether the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Yes
g.	Justification as to why the RPT is in the interest of the listed entity	Details as per Annexure B
h.	A copy of the valuation or other external party report, if any such report has been relied upon	None
i.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT (excluding loans) on a voluntary basis	81% (Based on turnover for FY 2025-26)
j.	Any other information that may be relevant	None
Sr. No.	**Particulars of Transaction**	**Details**
1	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable.	The Information as placed before the Audit Committee as specified in the RPT Industry Standards is provided below.
2	Justification as to why the proposed transaction is in the interest of the listed entity and basis for determination of price and other material terms and conditions of RPT	Details as per Annexure B
3	Disclosure of the fact that the Audit Committee has reviewed the certificates provided by the CEO/Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards	The Audit Committee has reviewed the certificate issued by the MD & CFO, as required under the RPT Industry Standards.
4	Disclosure that the material RPT or any material modification thereto has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval	The proposed material related party transaction has been approved by the Audit Committee and the Board at their meeting held on Nov 5, 2026, and Nov 6, 2026, respectively. The Board is of the opinion that based on the reasons as mentioned in this Explanatory Statement, the proposed transaction is expected to be in the best interest of the Company and hence, the Board recommends Item No. 6 for your approval by way of an Ordinary Resolution.
5	Web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT	None

6	Affirmation that the Audit Committee and Board of Directors, while providing information to the shareholders, have redacted the commercial secrets and such other information that would affect competitive position of listed entity and in its assessment, the redacted disclosures still provide all the necessary information to the public shareholders for informed decision making	Not Applicable
7	Any other information that may be relevant	None

Disclosure requirements as per SEBI RPT Industry standards

Name of the listed entity:	Bosch Limited (RBIN)	
Name of the related party:	Bosch Automotive Electronics India Pvt. Ltd. (RBAI), India	
Part A: Details of related party & transactions with related party		✓
Part B: Information to be provided for specific type of RPT proposed to be undertaken:		
B1	Sale, purchase or supply of goods or services or any other similar transaction & trade advances	✓
B2	Transactions relating to loans & advances (other than trade advances) or inter-corporate deposits given by listed entity	✓
B3	Transactions relating to investment made by the listed entity	NA
B4	Gaurantee (incl. performance gaurantee), surety, indemnity or comfort letter made or given by listed entity	NA
B5	Transactions relating to borrowings by the listed entity	NA
B6	Transactions relating to sale, lease or disposal of assets of unit, division or undertaking of the listed entity, or disposal of shares of subsidiary or associate	✓
B7	Transactions relating to payment of royalty	NA
Part C: Information to be provided for specific type of RPT proposed to be undertaken is a Material RPT		
C1	Transactions relating to loans & advances (other than trade advances) or inter-corporate deposits given by listed entity	✓
C2	Transactions relating to investment made by the listed entity	NA
C3	Gaurantee (incl. performance gaurantee), surety, indemnity or comfort letter made or given by listed entity	NA
C4	Transactions relating to borrowings by the listed entity	NA
C5	Transactions relating to sale, lease or disposal of assets of unit, division or undertaking of the listed entity, or disposal of shares of subsidiary or associate	✓
C6	Transactions relating to payment of royalty	NA

NA = Not Applicable

Sr. No.	Particulars of Information	Information provided by the Management
A (1) Basic details of the related party		
1	Name of the related party	Bosch Automotive Electronics India Pvt. Ltd. (RBAI)
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Engaged in development, manufacturing & sale of automotive electronic components and systems, including electronic control units, sensors, and related engineering support services.
A (2) Relationship and ownership of the related party		
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Fellow subsidiary company

	• Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Nil		
	• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not Applicable		
	• Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Nil		
	Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.			
A (3) Details of previous transactions with the related party				
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	(Values in MINR for FY 2025-26)		
		Listed Entity (RBIN)	**Subsidiary (RBIC)***	**Total**
	1. Purchase of goods & others	14,040	7,918	21,958
	2. Sale of goods	315	207	522
	3. Sale of services	347	-	347
	4. Rental income	191	-	191
	5. Interest income	568	-	568
	6. Purchase of services	201	6	207
	7. Loan given/renewed	8,000	-	8,000
	TOTAL	**23,662**	**8,131**	**31,793**
		** The total value of transactions by the subsidiary Bosch Chassis Systems India Pvt. Ltd. (RBIC) is given for the full financial year 2025-26, though RBIC became a subsidiary from 1st Jul 2026, for the purpose of giving comparable nos.*		
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	**Listed Entity (RBIN)**	**Subsidiary (RBIC)***	**Total**
	Total value of RPT for the period Apr-Sep 2026 (MINR)	11,380	5,417	16,797
		** The value of transactions for the subsidiary (RBIC) is given for the period Apr-Sep 2026, though RBIC became a subsidiary from 1st Jul 2026, for the purpose of giving comparable nos.*		
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	None		

A (4) Amount of the proposed transaction(s)				
1	Amount of the proposed transactions (by the listed entity & subsidiary) being placed for approval in the meeting of the Audit Committee/shareholders	Not exceeding 52,000 MINR (RBIN: 41,200 MINR, RBIC: 10,800 MINR)		
1.1	Purchase/Sale of goods/services, rental & interest income	Not exceeding 36,500 MINR (RBIN: 25,700 MINR, RBIC: 10,800 MINR)		
1.2	Loans given/renewed	Not exceeding 15,500 MINR (RBIN: 15,500 MINR)		
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes		
3	Value of the proposed transactions (excluding loans) as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	RPT of listed entity & subsidiary: 18% (Based on consolidated turnover for FY 2025-26)		
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction).	RPT of subsidiary: 22% (Based on the subsidiary's standalone annual turnover for FY 2025-26)		
5	Value of the proposed transactions (excluding loans) as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	81% (Based on turnover for FY 2025-26)		
6	Financial performance of the related party for the immediately preceding financial year.	**Turnover (MINR)**	**Profit After Tax (MINR)**	**Net Worth (MINR)**
	Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.	45,133	(39)	4,151
		(The nos. are for FY 2025-26)		
A (5) Basic details of the proposed transaction				
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Details as per Annexure B		
2	Details of each type of the proposed transaction			
3	Value of the proposed transaction during a financial year. *If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.*			
4	Tenure of the proposed transaction (tenure in number of years or months to be specified)			
5	Whether omnibus approval is being sought			
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.			
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have			

	interest in the transaction, whether directly or indirectly.	
	Explanation: Indirect interest shall mean interest held through any person over which an individual has control.	
	a. Name of the director / KMP	None
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party.	Nil
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	None
9	Other information relevant for decision making.	None
Part B: Additional Information		
B (1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Details as per Annexure B
2	Basis of determination of price.	
3	In case of Trade advance (*of upto 365 days or such period for which such advances are extended as per normal trade practice*), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	Not Applicable
	a. Amount of Trade advance	
	b. Tenure	
	c. Whether same is self-liquidating	
B (2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary		
1	Source of funds in connection with the proposed transaction.	Reserves & Surplus
2	Where any financial indebtedness is incurred to	Not Applicable
	give loan, inter-corporate deposit or advance, specify the following:	
	a. Nature of indebtedness	
	b. Total cost of borrowing	
	c. Tenure	
	d. Other details	
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lender	Not Applicable
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	9.2% p.a. (Estimated Interest income: 1,200 MINR)
5	Maturity / due date	12 months from the date of disbursement/renewal of the loan
6	Repayment schedule & terms	Repayment: One year from the date of disbursement of the loan or earlier Renewal: Based on mutually acceptable terms
7	Whether secured or unsecured	Secured
8	If secured, the nature of security & security coverage ratio	Corporate guarantee from Robert Bosch, GmbH

		Security coverage ratio: 100%
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	Working capital requirements & capacity expansion
B (6) Transactions relating to sale, lease or disposal of assets of unit, division or undertaking of the listed entity, or disposal of shares of subsidiary or associate		
1	Bidding or other process, if any, applied for choosing a party for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity	Leasing limited to Bosch group companies within India
2	Basis of determination of price	Negotiation based on benchmarked rentals as per prevailing market rates at the time of leasing with year-on-year escalation (Estimated rental income from land and factory buildings leased: 250 MINR)
3	Reasons for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate	Optimum usage of available space
4	Financial track record of the subsidiary / undertaking that is being sold (in case of sale of undertaking, segment level data to be provided) during the last 3 financial years:	Not Applicable
	Turnover	
	Net Worth	
	Net profit	
	Net profit margin	
5	Expected financial impact on the consolidated turnover, net worth and net profits of the listed entity due to sale of the subsidiary / undertaking	Not Applicable
	(a) Expected impact on turnover	
	(b) Expected impact on net worth	
	(c) Expected impact on net profits	
PART C: Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a material RPT and is in addition to Part A and B		
C (1) Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary		
1	Latest credit rating of the related party	A separate credit rating has not been obtained, as the entire loan is fully guaranteed by the parent company, Robert Bosch GmbH
2	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.	Nil
	Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.	
	a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is	

	currently subsisting	
	b) Whether the related party has been declared a "willful defaulter" by any of its bankers and whether such status is currently subsisting	
	c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation	
	d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	
C (5) Transactions relating to sale, lease or disposal of assets of unit, division or undertaking of the listed entity, or disposal of shares of subsidiary or associate		
1	Details of earlier sale, lease or disposal of assets of the same subsidiary or of the unit, division or undertaking of the listed entity or disposal of shares of the same subsidiary or associate to any related party during the preceding twelve months	Total amount of rental income from land and factory buildings leased for FY 2025-26 is 191 MINR
2	Whether the transaction would result in issue of securities or consideration in kind to a related party? If yes, please share the relevant details	Not Applicable
3	Would the transaction result in eliminating a segment reporting by the listed entity or any of its subsidiary	
4	Does it involve transfer of key intangible assets or key customers which are critical for continued business of the listed entity or any of its subsidiary	
5	Are there any other major non-financial reasons for going ahead with the proposed transaction	

Annexure B					
1	Specific type of proposed transaction	**Sale of goods**	**Sale of services**	**Purchase of goods & others**	**Purchase of services**
2	Value of proposed transaction (MINR) of listed entity (viz. RBIN)	1,400	850	21,700	300
	Value of proposed transaction (MINR) of subsidiary (viz. RBIC)	850	-	9,850	100
3	Details of proposed transaction	Sale of Assembly Line & automotive components	1. Application & engineering services pertaining to automotive segment 2. Sales support	Purchase of goods pertaining to automotive segment	1. Rental & other charges for Power tools manufacturing plant in Chennai (for RBIN); 2. Engineering

			& other corporate services 3. Re-imbursement of expenses		services in relation to purchase of ECU's (for RBIC)
4	Tenure of the proposed transaction (viz. months)	12	12	12	12
5	Whether omnibus approval is being sought	Yes	Yes	Yes	Yes
6	Value of proposed transaction during a financial year (if the proposed transaction will be executed over more than 1 financial year, provide estimated break up financial year wise)	Not Applicable	Not Applicable	Not Applicable	Not Applicable
7	Justification as to why the RPT's proposed to be entered into are in the interest of the listed entity	Sales to RBAI increases capacity utilization and ensures stable revenue generation.	The application, engineering & other services offered strengthens group synergies and optimizes resource utilization, thereby reducing cost & generating additional revenue to Bosch Limited.	The goods purchased from RBAI are specialized products, exclusively for sale to OEM's in automotive segment, which involve proprietary know-how that will enable to fulfill customer requirements, thereby generating sales revenue & maintaining/improving Bosch Limited's profitability.	Use of available space at RBAI, optimizes the cost of operations for Bosch Limited (RBIN). Specialized services in relation to ECU's are availed by RBIC (subsidiary).

8	Basis of determination of price	Intercompany transactions within Bosch group are governed by transfer pricing regulations to ensure that the transactions are carried out at arm's length. The sale price is determined based on the total cost incurred for manufacture of the product after adding appropriate margin. The margin is based on an independent benchmarking study done for similar businesses.	Intercompany transactions within Bosch group are governed by transfer pricing regulations to ensure that the transactions are carried out at arm's length. The sale price is determined based on the total cost incurred after adding appropriate margin. The margin is based on an independent benchmarking study done for similar businesses. Reimbursements of expenses incurred are recovered at cost.	Intercompany transactions within Bosch group are governed by transfer pricing regulations to ensure that the transactions are carried out at arm's length. The purchase price of goods is determined based on the total cost incurred after adding appropriate margin. The margin is based on an independent benchmarking study done for similar businesses.	Rentals paid by RBIN are benchmarked to prevailing market rates, and all other charges are paid at cost. Services availed by RBIC are based on cost plus pricing model which are benchmarked with third parties.
9	Bidding or other process (viz. rationale) applied for choosing the party	Bosch Limited's machine building division specializes in manufacturing & sale of special purpose machinery; these are enquiries received for manufacture of specialized assembly lines.	Based on the requirements of RBAI, Bosch Limited provides specialized engineering, application & other services in the automotive segment which are unique to Bosch group.	Business acquisitions from customers are based on the portfolio of products offered by Bosch. Customers choose Bosch for its technological expertise, capabilities & quality. Hence, Bosch Limited purchases these specialised goods which are specifically required to meet customer demands.	Benefits derived on account of use of available space in a readily available set up reduce the cost of operations for Bosch Limited.

Whilst the approval of the members is being sought for the total value of RPT's, the value shown against various categories of nature of transactions above are indicative and may vary inter se. However, the total value of RPTs will remain within the revised overall limit of ₹ 5,200 crores, as may be approved by the members.

The said transactions, being a material RPT, require prior approval of the Members of the Company in accordance with Regulation 23 of the SEBI Listing Regulations.

Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) are a party to the aforesaid transactions or not), shall not vote to approve Resolution under Item No. 6.

Further the members may note that none of the Directors and KMPs of the Company and/or their respective relatives are, in any way, concerned or interested either directly or indirectly, financially or otherwise in the Resolution set out at Item No. 6 of the accompanying Notice.

Based on the review and approval of the Independent Directors on the Audit Committee, the Board of Directors recommends the Ordinary Resolution contained in Item No. 6 of the accompanying Notice to the Members for their approval.

By order of the Board
For Bosch Limited
Sd/-
V Srinivasan
Company Secretary and Compliance Officer
M. No. A16430

Date: November 6, 2026
Place: Bangalore